

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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## AFFIDAVIT OF LEGAL ORDINARY COURSE PROFESSIONAL

STATE OF NEW JERSEY )  
 ) ss:  
COUNTY OF ESSEX )

John A. McKinney, Jr., being duly sworn, deposes and says:

1. I am a member of Wolff & Samson PC ("W&S") which firm maintains offices at The Offices At Crystal Lake, One Boland Drive, West Orange, NJ 07052.
2. Neither I, W&S, nor any other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtors"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit (see paragraph 8 hereof), except for the ownership of common stock of such entities by certain members, either directly or through mutual funds.
3. The Debtors have requested, pursuant to section 327(e) of title 11 of the United States Code, 11 U.S.C. §§101-1330, as amended (the "Bankruptcy Code") and W&S proposes, to render the following services to the Debtors: Legal services in connection with the transition of property in New Brunswick, NJ to Johnson Controls Inc. (the "Matter"). Services in connection with the Matter have been provided since November 22, 2005, pending necessary approvals.
4. W&S's current fees arrangement is as shown on attachment A.
5. Except as set forth herein, no promises have been received by W&S or any member thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.
6. W&S has no agreement with any entity to share with such entity any compensation received by W&S.

7. W&S and its members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases. W&S does not and will not represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates in this Matter.

8. Neither I, W&S, nor any member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which W&S is to be engaged.

9. The foregoing constitutes the statement of W&S pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

FURTHER AFFIANT SAYETH NOT

/s/John A. McKinney, Jr.  
John A. McKinney, Jr.

Subscribed and sworn before me  
this 25th day of May, 2006

/s/Jill M. Chapman  
Notary Public

Jill M. Chapman  
Notary Public of N.J.  
My Commission Expires March 16, 2009

## Appendix A

Our fees will be based primarily on the amount of time spent on the Company's behalf. Each lawyer and legal assistant has an hourly billing rate. The rate multiplied by the time expended on the Company's behalf, measured in tenths of an hour, will be the initial basis for determining the fee. The billing rates for our attorneys currently range from \$180 an hour to \$650 an hour. Time devoted by legal assistants is charged at rates currently ranging from \$135 to \$160 an hour. Our billing rates are adjusted from time to time. Dennis Toft's time is currently billed at \$435 an hour. Todd Terhune and Dan McKillop will also be working on this matter. Their current rates are \$230 and \$220 per hour, respectively. Other attorneys may also be utilized to assist on this matter and they will be billed at their customary and usual rate.

Our statements will set forth the amount of our fees and certain other charges and costs, including document reproduction, computerized research, telephone, postage, facsimile transmissions and out-of-pocket disbursements, such as delivery charges, travel expenses, meals, use of other service providers, such as printers. We do not separately charge for secretarial work. We will not engage any consultants, appraisers, investigators, experts or local counsel without your express approval. The fees, charges and costs of any such third parties hired with your approval will be billed directly to the Company and will not be paid by us.

CERTIFICATE OF SERVICE

John A. McKinney, Jr., a member of Wolff & Samson PC, hereby certifies that on May 25, 2006, served a copy of the Affidavit of Legal Ordinary Counsel Professional, upon the following interested parties via first class mail:

Delphi Corporation  
Attention: General Counsel  
5725 Delphi Drive  
Troy, MI 48098  
U.S.A.

Latham & Watkins  
Attention: Mark A. Broude, Esq.  
885 Third Avenue  
New York, N.Y. 10022  
U.S.A.

Skadden, Arps, Slate, Meagher & Flom  
Attention: John W. Butler, Jr., Esq.  
333 West Wacker Drive  
Suite 2100  
Chicago, IL 60606  
U.S.A.

Simpson Thacher & Bartlett LLP  
Attention: Marissa Wesley, Esq.  
425 Lexington Avenue  
New York, N.Y. 10017  
U.S.A.

United States Trustee  
Attention: Alicia M. Leonhard, Esq.  
33 Whitehall Street  
Suite 2100  
New York, N.Y. 10044  
U.S.A.

Davis Polk & Wardwell  
Attention: Marlane Melican, Esq.  
450 Lexington Avenue  
New York, N.Y. 10017  
U.S.A.

Dated: May 25, 2006

/s/John A. McKinney, Jr.  
John A. McKinney, Jr.  
Wolff & Samson PC  
The Offices At Crystal Lake  
One Boland Drive  
West Orange, NJ 07052-3698

Sworn before me this 25th day of

May, 2006.

/s/Jill M Chapman

Notary Public

My Commission Expires March 16, 2009